

4-054A071

# DELAWARE AND HUDSON RAILWAY COMPANY

ALBANY, NEW YORK 12207

No.

GEORGE H. KLEINBERGER  
Corporate Counsel

Date **JAN 24 1984**

Dependable Transportation Since 1823

Fee \$ **10.00**

January 20, 1984

ICC Washington, D. C.

**14258**

RECORDATION NO. \_\_\_\_\_ Filed 1425

Hon. Agatha L. Mergenovich  
Secretary

**JAN 24 1984 - 9 20 AM**

Interstate Commerce Commission  
12th Street and Constitution Avenue, N.W.  
Washington, D.C. 20423

Attention: Recordation Clerk

Dear Secretary:

I have enclosed an original and two certified copies of the document described below, to be recorded pursuant to Section 11303 of Title 49 of the U.S. Code.

The document is a first supplemental indenture to mortgage, a secondary document, dated January 18, 1984.

The primary document to which this is connected is the First Mortgage Trust Indenture from Delaware and Hudson Railway Company to State Bank of Albany, as Trustee, dated January 1, 1984, being recorded simultaneously herewith.

The names and addresses of the parties to this document are as follows:

Trustee: State Bank of Albany  
69 State Street  
Albany, New York 12201

Mortgagor: Delaware and Hudson Railway Company  
40 Beaver Street  
Albany, New York 12207

Interstate Commerce Commission  
Page 2  
January 20, 1984

RECORDATION FD. .... Filed 1425

JAN 24 1984 -9 20 AM

A description of the property covered by the document follows:

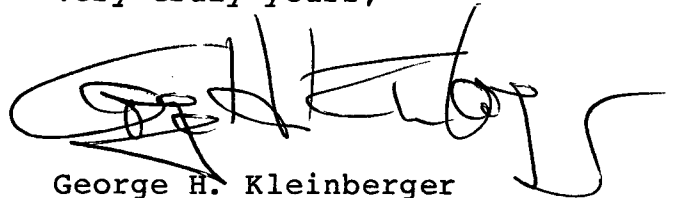
All of the property described in the First Mortgage Trust Indenture from Delaware and Hudson Railway Company to State Bank of Albany, as Trustee, dated January 1, 1984 (First Mortgage) as mortgaged thereby and as described in the letter of transmittal, of even date herewith transmitting the First Mortgage to the Interstate Commerce Commission for recordation.

A fee of \$10.00 is enclosed. Please return the original and any extra copies not needed by the Commission for recordation to George H. Kleinberger, Esq., Corporate Counsel, Delaware and Hudson Railway Company, 40 Beaver Street, Albany, New York 12207.

A short summary of the document to appear in the index follows:

First Supplemental Indenture between Delaware and Hudson Railway Company and State Bank of Albany, as Trustee, dated January 18, 1984, which amends Pages 1, 82 and 34 of the First Mortgage Trust Indenture between Delaware and Hudson Railway Company and State Bank of Albany, as Trustee, dated January 1, 1984 (First Mortgage) with respect to the notes to be issued under the First Mortgage.

Very truly yours,



George H. Kleinberger  
Corporate Counsel  
Delaware and Hudson  
Railway Company

Encl.

14258/P  
RECORDATION NO. .... Filed 1425

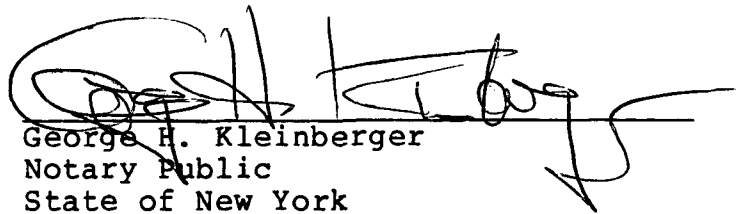
JAN 24 1984 -9 20 AM

INTERSTATE COMMERCE COMMISSION

CERTIFICATION

I, GEORGE H. KLEINBERGER, do hereby state that I am a Notary Public of the State of New York; that I have compared the attached copy of document with the original thereof, and that the attached copy of document is a true and correct copy of the original in all respects.

Dated: January 19, 1984

  
George H. Kleinberger  
Notary Public  
State of New York

GEORGE H. KLEINBERGER  
Notary Public, State of New York  
Qualified in Albany County  
Reg. No. 2144350  
Commission Expires March 30, 1985



14258

RECORDATION NO. .... Filed 1425

JAN 24 1984 -9 50 AM

INTERSTATE COMMERCE COMMISSION

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FIRST SUPPLEMENTAL INDENTURE

DATED JANUARY 18, 1984

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DELAWARE AND HUDSON RAILWAY COMPANY

TO

STATE BANK OF ALBANY

AS TRUSTEE

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SUPPLEMENTING THE FIRST MORTGAGE  
TRUST INDENTURE

OF THE

DELAWARE AND HUDSON RAILWAY COMPANY

DATED JANUARY 1, 1984

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FIRST SUPPLEMENTAL INDENTURE ("First Supplemental Indenture") dated January 18, 1984, between DELAWARE AND HUDSON RAILWAY COMPANY, a corporation of the State of Delaware, hereinafter called the Corporation, party of the first part, and STATE BANK OF ALBANY, a banking corporation incorporated under the laws of the State of New York, hereinafter called the Trustee, party of the second part, amending and supplementing the First Mortgage Trust Indenture dated January 1, 1984 ("First Mortgage") from the Corporation to the Trustee.

WHEREAS, pursuant to the provisions of Sections 11.01(4) and 11.01(8) of the First Mortgage, the Corporation desires to supplement and amend the First Mortgage in certain respects in connection with the issuance of Series A Notes; and

WHEREAS, the Board of Directors of the Corporation has approved the form and terms of this First Supplemental Indenture and has duly authorized and directed the execution and delivery of this First Supplemental Indenture to the Trustee; and

WHEREAS, all acts and things prescribed by law and by the Certificate of Incorporation and Bylaws of the Corporation necessary to make this First Supplemental Indenture a valid and binding instrument have been done and performed, and the Corporation has executed this First Supplemental Indenture in the exercise of legal right, power and authority in it vested;

NOW, THEREFORE, for and in consideration of the premises, and in consideration of the sum of \$10 lawful money of the United States of America duly paid by the Trustee to the Coproration at the time of delivery of this First Supplemental Indenture, the receipt of which is hereby acknowledged, the Corporation covenants and agrees with the Trustee as follows:

1. The sixth recital paragraph on page 1 of the First Mortgage is hereby amended to read as follows:

WHEREAS, the first series of bonds to be issued under the Indenture, designated as First Mortgage Notes, Series A ("Series A Notes"), is to be substantially in the following form, with such modifications as may be appropriate concerning such matters as interest rate, date of maturity, manner of payment, or acceleration of maturity.

2. The first clause beginning "provided, however," on page 82 of Article Twelve of the First Mortgage is hereby amended to read as follows:

provided, however, that the Bondholders shall have no power to (a) extend the maturity of any Bonds or reduce the rate of interest thereon or otherwise modify the terms of payment of principal (other than a modification of the provisions of any sinking fund established in respect of any Bonds) or interest without the consent of the holder of each Bond so affected, (b) without the consent of the holders of all Bonds, effect a reduction of the percentage required by this Article Twelve for any action authorized to be taken by the Bondholders pursuant to this

Article Twelve, or (c) so long as any Series A Note shall be outstanding, take action, without the consent of the holder or holders of such Series A Notes, to modify the restriction, set forth in Sections 1.02 and 11.01(5)(b) hereof, against the issuance hereunder of Bonds in an aggregate principal amount in excess of \$40,000,000.

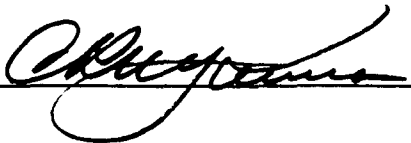
3. Section 2.02(5)(g) on page 34 is hereby amended to read as follows:

(g) no part of the Mortgaged Property is subject to any lien (other than Excepted Encumbrances) which is senior to the lien of this Indenture as security for the Series A Notes whose authentication and delivery is then being requested; and

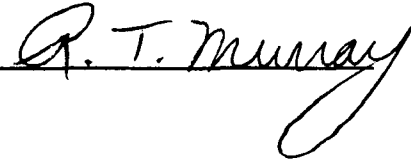
IN WITNESS WHEREOF, DELAWARE AND HUDSON RAILWAY COMPANY, the party of the first part, has caused this First Supplemental Indenture to be signed and acknowledged by its Chairman of the Board or its President or one of its Vice Presidents, and its corporate seal to be affixed hereunto and the same to be attested by the signature of its Secretary or one of its Assistant Secretaries; and STATE BANK OF ALBANY, the party of the second part, has caused this First Supplemental Indenture to be signed and acknowledged by one of its Vice Presidents, and its corporate

seal to be affixed hereunto and the same to be attested by the signature of one of its Assistant Cashiers or Assistant Secretaries, all as of the day and year first above written.

DELAWARE AND HUDSON  
RAILWAY COMPANY

By 

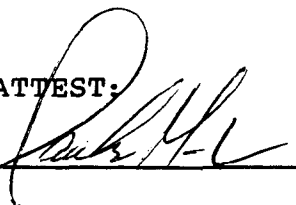
ATTEST:



STATE BANK OF ALBANY

By 

ATTEST:





CERTIFICATE OF ACKNOWLEDGMENT

STATE OF NEW YORK     )  
                              ) SS.:  
COUNTY OF ALBANY     )

I, STANLEY J. TURNER, a notary public in and for the State of New York, do hereby certify that CHARLES R. MCKENNA, being personally well-known to me as the person who executed the foregoing instrument, bearing date on the 18th day of January, 1984, personally appeared before me in said County of Albany, State of New York and, being by me duly sworn, acknowledged that he is the President of DELAWARE AND HUDSON RAILWAY COMPANY, that the foregoing instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors and that the execution of the foregoing instrument was the free act and deed of such corporation and of himself.

Given under my hand and seal this 18th day of January, 1984

  
Notary Public

[SEAL]

My Commission expires:

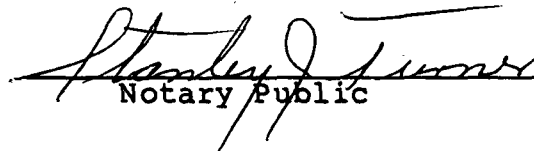
3/30/85

CERTIFICATE OF ACKNOWLEDGMENT

STATE OF NEW YORK     )  
                              ) SS.:  
COUNTY OF ALBANY     )

I, STANLEY J. TURNER, a notary public in and for the State of New York, do hereby certify that BART J. FEIDEN, being personally well-known to me as the person who executed the foregoing instrument, bearing date on the 18th day of January, 1984, personally appeared before me in said County of Albany, State of New York and, being by me duly sworn, acknowledged that he is the Vice President of STATE BANK OF ALBANY, that the foregoing instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors and that the execution of the foregoing instrument was the free act and deed of such corporation and of himself.

Given under my hand and seal this 18th day of January, 1984

  
Notary Public

[SEAL]

My Commission expires:

3/30/85

CERTIFICATE OF ACKNOWLEDGMENT

STATE OF NEW YORK    )  
                          ) SS.:  
COUNTY OF ALBANY    )

On this, 18th day of Janury, 1984, before me, STANLEY J. TURNER, the undersigned officer, personally appeared CHARLES R. McKENNA, who acknowledged himself to be the President of DELAWARE AND HUDSON RAILWAY COMPANY, a corporation, and that he, as such President being authorized to do so, executed the foregoing instrument for the purposes therein contained, by signing the name of the corporation by himself as President.

IN WITNESS WHEREOF, I hereunto set my hand and official seal.

  
Notary Public

[SEAL]

My Commission Expires:

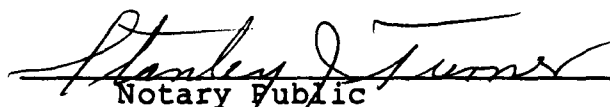
3/30/85

CERTIFICATE OF ACKNOWLEDGMENT

STATE OF NEW YORK    )  
                          ) SS.:  
COUNTY OF ALBANY    )

On this, 18th day of Janury, 1984, before me, STANLEY J. TURNER, the undersigned officer, personally appeared BART J. FEIDEN, who acknowledged himself to be the Vice President of STATE BANK OF ALBANY, a corporation, and that he, as such Vice President being authorized to do so, executed the foregoing instrument for the purposes therein contained, by signing the name of the corporation by himself as Vice President.

IN WITNESS WHEREOF, I hereunto set my hand and official seal.

  
Notary Public

[SEAL]

My Commission Expires:

3/30/85

CERTIFICATE OF ACKNOWLEDGMENT

STATE OF NEW YORK    )  
                          ) SS.:  
COUNTY OF ALBANY    )

On the 18th day of January, in the year 1984, before me personally came CHARLES R. MCKENNA, to me known, who , being by me duly sworn, did depose and say that he resides at 210 Meadow Hills Drive, Guilford, Connecticut; that he is President of DELAWARE AND HUDSON RAILWAY COMPANY, the corporation described in and which executed the above instrument; that he knows the seal of said corporation; that the seal affixed to said instrument is such corporate seal; that it was so affixed by order of the board of directors of said corporation, and that he signed his name thereto by like order.

  
Notary Public

[SEAL]

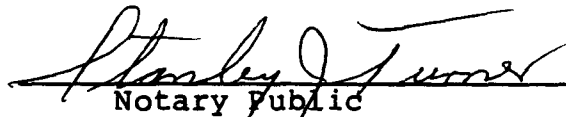
My Commission Expires:

3/30/85

CERTIFICATE OF ACKNOWLEDGMENT

STATE OF NEW YORK    )  
                          ) SS.:  
COUNTY OF ALBANY    )

On the 18th day of January, in the year 1984, before me personally came BART J. FEIDEN, to me known, who , being by me duly sworn, did depose and say that he resides at R.D. 1, Box 404, Averill Park, New York; that he is Vice President of STATE BANK OF ALBANY, the corporation described in and which executed the above instrument; that he knows the seal of said corporation; that the seal affixed to said instrument is such corporate seal; that it was so affixed by order of the board of directors of said corporation, and that he signed his name thereto by like order.

  
Notary Public

[SEAL]

My Commission Expires:

3/30/85